



**BURLINGTON NORTHERN RAILROAD**

LAW DEPARTMENT

3800 Continental Plaza  
777 Main Street  
Ft. Worth, Texas 76102

(817) 878-2385  
Docket No. BN 5367

**FEDERAL EXPRESS**

January 23, 1991

RECORDATION NO. 7934 *MS*

JAN 24 1991 - 3 22 PM

INTERSTATE COMMERCE COMMISSION

Ms. Mildred Lee, Recordations  
Interstate Commerce Commission  
Room 2303  
12th and Constitution Ave., N.W.  
Washington, D.C. 20423

Re: Document for Recordation: Bill of Sale and Release  
of Security Interest to Burlington Northern Inc.  
(now Burlington Northern Railroad Company)  
Equipment Trust of 1975, Series 2

Dear Ms. Lee:

I am enclosing four counterparts of the document described below to be recorded pursuant to Section 11303, Title 49 of the United States Code.

The document to be recorded, a secondary document, is a Bill of Sale and Release of Security Interest, dated August 31, 1990, by which all right, title and interest in and to the existing equipment covered by the Burlington Northern Inc. (now Burlington Northern Railroad Company) Equipment Trust of 1975, Series 2, dated as of June 1, 1975, is conveyed to Burlington Northern Railroad Company.

The primary document to which the Bill of Sale and Release of Security Interest is connected, was recorded with the Interstate Commerce Commission on May 28, 1975, and assigned Recordation No. 7934.

The names and addresses of the parties to the transaction are:

Trustee: Citibank, N.A.  
120 Wall Street  
New York, New York 10043

Ms. Mildred Lee  
January 23, 1991  
Page 2

Owner: Burlington Northern Railroad Company  
3800 Continental Plaza  
777 Main Street  
Fort Worth, Texas 76102

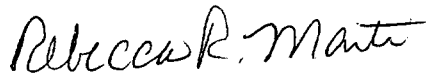
A general description of the equipment covered by the enclosed Bill of Sale and Release of Security Interest is shown on Exhibit A of said document.

A fee of \$15.00 is enclosed for recording the Bill of Sale and Release of Security Interest. Please return the original and any extra copies not needed by the Commission for recordation to the undersigned.

A short summary of the document to appear in the index follows:

Bill of Sale and Release of Security Interest, dated August 31, 1990, to the Burlington Northern Inc. (now Burlington Northern Railroad Company) Equipment Trust of 1975, Series 2 (ICC Recordation No. 7934, May 28, 1975), conveying the equipment described on Exhibit A of said document.

Very truly yours,



Rebecca R. Martin  
Legal Assistant

rrm/FINA0222.DOC

Enclosures

Interstate Commerce Commission  
Washington, D.C. 20423

1/25/91

OFFICE OF THE SECRETARY

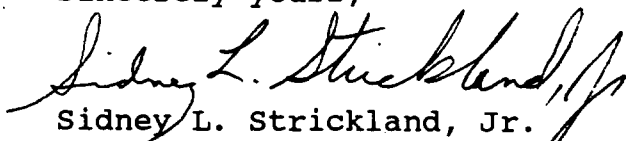
Rebecca R. Martin  
Legal Assistant  
Burlington Northern Railroad  
3800 Continental Plaza  
777 Main Street  
Ft. Worth Texas 76102

Dear  
Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/24/91 at 3:20pm, and assigned recordation number(s).

7604-D, 7827-E & 7934-G

Sincerely yours,

  
Sidney L. Strickland, Jr.  
Secretary

7934-19  
RECORDATION NO. 7934-19  
FEB 1991

JAN 24 1991 - 3 20 PM

INTERSTATE COMMERCE COMMISSION

Executed in 7 Counterparts  
of which this is No. 5

**BILL OF SALE AND RELEASE OF SECURITY INTEREST**

WHEREAS, by a certain Equipment Trust Agreement, dated as of June 1, 1975, executed by Citibank, N.A., formerly First National City Bank, as Trustee (the "Trustee") and Burlington Northern Inc. (now Burlington Northern Railroad Company), (the "Railroad") there was established "Burlington Northern Inc. Equipment Trust of 1975, Series 2" (the "Agreement");

WHEREAS, by the terms of Article IV of said Agreement, the Trustee did lease to the Railroad the railroad equipment described in Exhibit A hereto (the "Equipment");

WHEREAS, the Agreement was filed on May 28, 1975, as Recordation No. 7934, with the Interstate Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act. The Agreement has been supplemented from time to time, with the last supplement being dated August 20, 1982, which was filed with the Interstate Commerce Commission on August 17, 1982, and assigned Recordation No. 7934-F; and

WHEREAS, the Railroad has paid the full indebtedness in respect of the purchase price of the Equipment, together with interest and all other payments as provided in the Agreement and the Railroad has performed all obligations therein contained.

NOW THEREFORE, the Trustee, in accordance with the provisions of the Agreement, does hereby (a) acknowledge that the Agreement has been satisfied in full; (b) sell, assign, convey, and transfer to the Railroad all its right, title, and property interest in the Equipment described in Exhibit A; and (c) release any security interest it may have had in the Equipment described in Exhibit A, to the effect that such Equipment shall be transferred to Railroad free and clear of all liens, charges, liabilities, claims, security interests, and encumbrances, of any person whatsoever, created or retained by the Agreement.

This Bill of Sale and Release of Security Interest is simultaneously executed in several counterparts, each of which so executed is deemed to be an original, and such counterparts together constitute but one and the same instrument.

IN WITNESS WHEREOF, Citibank, N.A., the Trustee as aforesaid, has caused its corporate name to be hereunto subscribed and its corporate seal to be duly affixed and attested by its officers thereunto duly authorized this 31<sup>st</sup> day of August, 1990.

CITIBANK, N.A.

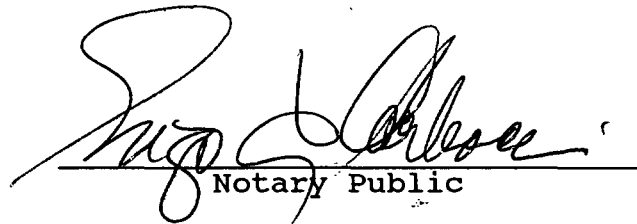
By: E. Delmon

ATTEST:

SUSAN PAEK

STATE OF NEW YORK     )  
                                  ) ss  
COUNTY OF NEW YORK    )

On this 31<sup>st</sup> day of August, 1990, before me personally appeared E. GIBBONS, to me personally known, who, being by me duly sworn, says that he/~~she~~ is a Senior Trust Officer of Citibank, N.A., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

My commission expires:

ENZO L. CARBOCCI  
~~Notary Public, State of New York~~  
No. 43-5605605  
Qualified in Richmond County  
Certificate Filed in New York County  
Term Expires March 30, 1992

EQUIPMENT

<u>No. of Units</u>	<u>Description</u>	<u>Road Nos.</u>
54	Gondola Cars	<u>BN Series:</u> 575685, 575686, 575688, 575689, 575691, 575692, 575694, 575696-575699, 575701-575706, 575708-575713, 575715, 575716, 575718-575719, 575721, 575723-575730, 575732, 575735-575737, 575739, 575740, 575743-575745, 575747-575749, 575752-575757
449	Covered Hooper Cars	<u>BN Series:</u> 446001-446009, 446011, 446013-446015, 446017-446035, 446037, 446039, 446041-446049, 446051, 446052, 446054-446062, 446064-446090, 446092-446099, 446101-446011, 446113-446120, 446122-446129, 446131-446155, 446157-446167, 446170-446175, 446177, 446178, 446180-446195, 446197-446217, 446219, 446220, 446222-446228, 446230-446259, 446261-446282, 446284-446309, 446311, 446313, 446316, 446318-446325, 446328-446334, 446336-446340, 446342-446350, 446352-446358, 446360-446367, 446370, 446372-446382, 446384-446412, 446414-446430, 446432-446434, 446436-446446, 446448-446457, 446459, 446461-446463, 446465-446473, 446475-446477, 446479-446495, 446497-446499
38	Airslide Covered Hopper Cars	<u>BN Series:</u> 410405-410424, 410426, 410428-410444

33	Cabooses	<u>BN Series:</u> 12051, 12054-12060, 12063, 12064, 12066, 12067, 12069-12071, 12074, 12077, 12079, 12081, 12083, 12084, 12086, 12088-12096, 12098, 12099
2	Covered Hopper Cars	<u>BN Series:</u> 447558, 447559
2	Cabooses	<u>BN Series:</u> 12319, 12320
2	Cabooses	<u>FWD Series:</u> 180, 181
9	Double Hopper Cars	<u>BN Series:</u> 953934-953942